

HON. RICHARD A. JONES

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON
SEATTLE DIVISION

STEPHEN G. NELSON, Derivatively on
Behalf of AMAZON.COM, INC.,

Plaintiff,

v.

JEFFREY P. BEZOS, ANDREW R. JASSY,
BRIAN T. OLSAVSKY, DAVID H. CLARK,
SHELLEY L. REYNOLDS, ADAM N.
SELIPSKY, DAVID ZAPOLSKY, KEITH B.
ALEXANDER, EDITH W. COOPER, JAMIE
S. GORELICK, DANIEL P.
HUTTENLOCHER, JUDITH A. MCGRATH,
INDRA K. NOOYI, JONATHAN J.
RUBINSTEIN, PATRICIA Q. STONESIFER,
WENDELL P. WEEKS, TOM A. ALBERG,
ROSALIND BREWER, and THOMAS O.
RYDER,

Defendants,

– and –

AMAZON.COM, INC., a Delaware
Corporation,

Nominal Defendant.

Civil Action No. 2:22-cv-00559-RAJ

**STIPULATION AND ORDER
CONSOLIDATING RELATED
SHAREHOLDER DERIVATIVE
ACTIONS**

STIPULATION AND ORDER CONSOLIDATING
RELATED SHAREHOLDER DERIVATIVE
ACTIONS - 1

HERMAN JONES LLP
15113 Washington Ave. NE
Bainbridge Island, WA 98110
206.819.0821

1	FRANCIS GIMBEL, JR., Derivatively on)	Civil Action No. 2:22-cv-00811
2	Behalf of AMAZON.COM, INC.,)	
3)	
4	Plaintiff,)	
5)	
6	v.)	
7	JEFFREY P. BEZOS, ANDREW R. JASSY,)	
8	BRIAN T. OLSAVSKY, DAVID H. CLARK,)	
9	SHELLEY L. REYNOLDS, ADAM N.)	
10	SELIPSKY, DAVID ZAPOLSKY, KEITH B.)	
11	ALEXANDER, EDITH W. COOPER, JAMIE)	
12	S. GORELICK, DANIEL P.)	
13	HUTTENLOCHER, JUDITH A. MCGRATH,)	
14	INDRA K. NOOYI, JONATHAN J.)	
15	RUBINSTEIN, PATRICIA Q. STONESIFER,)	
16	WENDELL P. WEEKS, TOM A. ALBERG,)	
17	ROSALIND BREWER, THOMAS O.)	
18	RYDER, and NATE SUTTON,)	
19)	
20	Defendants,)	
21)	
22	– and –)	
23)	
24	AMAZON.COM, INC., a Delaware)	
	Corporation,)	
)	
	Nominal Defendant.)	
)	

STIPULATION CONSOLIDATING RELATED ACTIONS

WHEREAS, pending before the Court are two related shareholder derivative actions brought on behalf of nominal defendant Amazon.com, Inc. (“Amazon” or the “Company”) captioned *Nelson v. Bezos et al.*, Case No. 2:22-cv-00559 (W.D. Wash. Apr. 26, 2022) (the “*Nelson Action*”), and *Gimbel v. Bezos et al.*, Case No. 2:22-cv-00811 (W.D. Wash. June 9, 2022) (the “*Gimbel Action*,” and collectively, the “Related Derivative Actions”). To facilitate the efficient

1 and coordinated prosecution of the Related Derivative Actions, Plaintiffs Stephen G. Nelson and
 2 Francis Gimbel, Jr. (“Plaintiffs”) and Defendants¹ hereby stipulate to the consolidation of the
 3 Related Derivative Actions pursuant to Rule 42(a) of the Federal Rules of Civil Procedure and
 4 LCR 42 of the Western District of Washington;

5 WHEREAS, under Fed. R. Civ. P. 42(a), when actions involve “a common question of law
 6 or fact,” the Court may “(1) join for hearing or trial any or all matters at issue in the actions; (2)
 7 consolidate the actions; or (3) issue any other orders to avoid unnecessary cost or delay”;

8 WHEREAS, the Related Derivative Actions are both shareholder derivative actions
 9 brought on behalf of Amazon against common Defendants and involve common questions of law
 10 and fact. Accordingly, Plaintiffs and Defendants respectfully submit that consolidation of the
 11 Related Derivative Actions is appropriate;

12 WHEREAS, to avoid potentially duplicative actions and to prevent any waste of the
 13 Court’s resources, Plaintiffs and Defendants propose that the Related Derivative Actions should
 14 be related and consolidated for all purposes, including pre-trial proceedings and trial, into a single
 15 consolidated action (hereinafter referred to as the “Consolidated Derivative Action”);

16 WHEREAS, consolidating the Related Derivative Actions would serve the interests of
 17 judicial economy and the convenience of the parties, and would increase overall efficiency of this
 18 litigation by reducing repetition, duplication, and inconsistent rulings. Indeed, absent
 19
 20
 21
 22

23 ¹ “Defendants” named in the Related Derivative Actions are Jeffrey P. Bezos, Andrew R. Jassy,
 24 Brian T. Olsavsky, David H. Clark, Shelley L. Reynolds, Adam N. Selipsky, David Zapolsky,
 Keith B. Alexander, Edith W. Cooper, Jamie S. Gorelick, Daniel P. Huttenlocher, Judith A.
 McGrath, Indra K. Nooyi, Jonathan J. Rubinstein, Patricia Q. Stonesifer, Wendell P. Weeks, Tom
 A. Alberg, Rosalind Brewer, Thomas O. Ryder, Nate Sutton, and nominal defendant Amazon.

consolidation, there would likely be unnecessary duplication of effort, confusion, delay, and/or prejudice. Thus, by consolidating the Related Derivative Actions at this early juncture, this litigation will be streamlined, resulting in simplified pretrial motions, discovery proceedings, and clerical and administrative management;

WHEREFORE, the parties, through their undersigned counsel, hereby agree, stipulate, and respectfully request that the Court enter an Order as follows:

1. The following actions are hereby related and consolidated for all pre-trial proceedings, including trial:

<u>Abbreviated Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
<i>Nelson v. Bezos, et al.</i>	2:22-cv-00559	April 26, 2022
<i>Gimbel v. Bezos, et al.</i>	2:22-cv-00811	June 9, 2022

///

///

///

///

///

///

///

///

STIPULATION AND ORDER CONSOLIDATING
RELATED SHAREHOLDER DERIVATIVE
ACTIONS - 4

HERMAN JONES LLP
15113 Washington Ave. NE
Bainbridge Island, WA 98110
206.819.0821

IN RE AMAZON.COM, INC.)	Lead Case No. 2:22-cv-00559-RAJ
SHAREHOLDER DERIVATIVE)	(Consolidated with Case No. 2:22-cv-00811-RAJ)
LITIGATION)	
)	<u>Shareholder Derivative Action</u>
)	
)	
)	
)	
This Document Relates to:)	
)	
ALL ACTIONS)	
)	

3. The files of these consolidated actions shall be maintained in one file under Lead Case No. 2:22-cv-00559.

4. Unless otherwise altered, this Order shall apply to each purported demand-futile shareholder derivative action arising out of the same or substantially the same transactions or events as the Consolidated Derivative Action, which is subsequently filed in, removed to, or transferred to this Court.

5. When a case that properly belongs as part of the Consolidated Derivative Action is hereafter filed in this Court or transferred here from another court, counsel shall promptly call to the attention of the Clerk of the Court the filing or transfer of any case that might properly be consolidated as part of the Consolidated Derivative Action.

7. Within thirty (30) days of the entry of an order consolidating the Related Derivative
Actions, counsel for Plaintiffs and counsel for Defendants shall meet and confer regarding a
schedule for further proceedings in the Consolidated Derivative Action and shall submit a
stipulation and proposed order regarding further proceedings with the Court, or, in the event
counsel for the parties are unable to agree on a proposed schedule for the conduct of further
proceedings, Plaintiffs' counsel and counsel for Defendants shall submit a joint status report
setting forth their respective views regarding proceedings in the Consolidated Derivative Action.

Respectfully submitted, this 7th day of July, 2022.

14 HERMAN JONES LLP

15 By: /s/ Gregory F. Wesner
16 Gregory F. Wesner, WSBA No. 30241

17	15113 Washington Ave NE
18	Bainbridge Island, WA 98110
	Tel.: (206) 819-0821
	gwesner@hermanjones.com

20	HERMAN JONES LLP
21	John C. Herman (admitted pro hac vice)
22	3424 Peachtree Road NE
23	Suite 1650
	Atlanta, GA 30326
	Tel: (404) 504-6555
	jherman@hermanjones.com

1
2 Michael I. Fistel, Jr.
3 (admitted pro hac vice)
4 JOHNSON FISTEL, LLP
5 40 Powder Springs Street
6 Marietta, GA 30064
7 Tel.: (470) 632-6000
8 Fax: (770) 200-3101
9 michael.f@johnsonfistel.com

10 Frank J. Johnson
11 (admitted pro hac vice)
12 JOHNSON FISTEL, LLP
13 501 West Broadway, Suite 800
14 San Diego, CA 92101
15 Tel.: (619) 230-0063
16 Fax: (619) 255-1856
17 frank.j@johnsonfistel.com

18 *Attorneys for Plaintiffs*

19 FENWICK & WEST LLP

20 By: /s/ Brian D. Buckley

21 Brian D. Buckley, WSBA No. 26423
22 1191 Second Avenue, 10th Floor
23 Seattle, WA 98101
24 Telephone: 206.389.4510
Email: bbuckley@fenwick.com

Attorney for Defendants and Amazon

1 IT IS SO ORDERED.

2 DATED this 11th day of July, 2022.

3
4 

5 HON. RICHARD A. JONES
6 United States District Judge
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24